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December 28, 2012

Honorable Harold Baer, Jr.
United States District Court
Southern District of New York
Daniel Patrick Moynihan
United States Courthouse
500 Pearl Street
New York, NY 10007-1312

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Re: Xeudan Wang v. The Hearst Corporation
12-CV-793 (HB)(AJP)

Dear Judge Baer:

As explained in our letter opposing plaintiffs' request to compel disclosure of Hearst's privileged communications, our good faith defense does not depend in any way on the advice of counsel. Because Hearst's magazines run independent intern programs without any central control, our defense was predicated on the state of mind of those senior editors at each magazine concerning the legality of that magazine's program -- which, according to the factual investigation we have conducted to date, did not involve communications between the magazines, on one hand, and Hearst's legal department on the other.

Hearst accordingly never intended to put its privileged communications at issue, nor to assert any defense that would render privileged communications relevant, either offensively or defensively. The company highly values the ability of its attorneys to provide advice without fear of disclosure, and has never waived the privilege in litigation.

Therefore, in light of the Court's ruling, Hearst hereby withdraws the good faith defense, and requests leave to submit an amended answer omitting it, rather than produce any privileged communications for in camera review.

Very truly yours,

Mark W. Batten

MWB/rc

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*amendments later at this date
we freely agree + agrees to no
exception to w/ a ruling is it II
to submit to be objected to by the
or me & let's get on w/ it
trial is over + your motion if you
ought to continue.
Harold Baer, Jr., U.S.D.J.
1/2/13*

Endorsement:

Amendments even at this date are freely given and yours is no exception do it within 10 days and it is unlikely to be objected to by the plaintiff or me and let's get on with it - your trial is looming and your motions if any ought to come first.